

**UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF PENNSYLVANIA**

SHELDON LEHMAN, individually and
on behalf of all others similarly situated,

Plaintiff,

v.

CITIGROUP GLOBAL MARKETS,
INC., SUCCESSOR IN INTEREST TO
LEGG MASON WOOD WALKER,
INC.; LEGG MASON, INC; and DOES
1 through 10, inclusive,

Defendants.

Civil Action No. 06-02484

Judge Sylvia H. Rambo

**JOINT MOTION FOR PRELIMINARY APPROVAL
OF JOINT STIPULATION AND SETTLEMENT AGREEMENT**

Plaintiff Sheldon Lehman on behalf of himself and all others similarly situated (“Plaintiffs”) and Defendant Citigroup Global Markets, Inc. (“Defendant” or “CGMI”) (together, the “Parties”) hereby respectfully move the Court for an Order that:

1. Finds, on a preliminary basis, that the Joint Stipulation and Settlement Agreement (“Stipulation”) between the Parties, falls within the range of reasonableness and therefore meets the requirements for preliminary approval;
2. Grants preliminary approval of the Parties’ Stipulation;
3. Pursuant to Rule 23 of the Federal Rules of Civil Procedure, certifies for settlement purposes only, the following Class: All individuals employed by

Legg Mason Wood Walker, Inc. (“Legg Mason”) in a Covered Position¹ at a Pennsylvania branch at any time between December 29, 2003 and December 30, 2005 (the “Pennsylvania Class Period”) or the estates of such individuals;

4. Pursuant to 29 U.S.C. § 216(b); conditionally certifies for settlement purposes only, the following Class: All individuals who were employed by Legg Mason Wood Walker, Inc. (“Legg Mason”) in a Covered Position at any branch outside of Pennsylvania at any time between June 30, 2005 and December 30, 2005 (the “FLSA Class Period”) or the estates of such individuals;

5. Designates, for purposes of facilitating class settlement, Plaintiff Sheldon Lehman as Class Representative;

6. Designates the law firm of Barroway Topaz Kessler Meltzer & Check, LLP, as Class Counsel;

7. Approves Settlement Services, Inc. as the Claims Administrator;

8. Authorizes mailing of the proposed class notice, claim form, exclusion form and related ancillary forms pursuant to the procedures proposed by the Parties; and

¹ “Covered Position” is defined in the Joint Stipulation and Settlement Agreement as any financial advisor, securities broker, financial services representative, investment broker, account executive, account representative or financial consultant who was employed by Legg Mason at any Pennsylvania branch of Legg Mason at any time between December 29, 2003 and December 30, 2005 or by Legg Mason at any branch outside of Pennsylvania at any time between June 30, 2005 and December 30, 2005.

9. Adopts the time lines set forth in the [Proposed] Preliminary Approval Order as the schedule for the final approval hearing the notice and claims process for the Settlement.

WHEREFORE, the Parties respectfully ask that the Court grant their Joint Motion. A proposed Order is attached hereto.

Dated: April 30, 2010

/s/Peter A. Muhic

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SHELDON LEHMAN

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CITIGROUP GLOBAL MARKETS INC.

CERTIFICATE OF SERVICE

I hereby certify that on this 30th day of April, 2010, a true and correct copy of the foregoing document was electronically filed with the Clerk of the Court, is available for viewing and downloading from the ECF system, and will be served by operation of the Court's electronic filing system (CM/ECF) upon all counsel of record.

s/ Peter A. Muhic

Peter A. Muhic

Counsel for Plaintiff